

REGIONS FINANCIAL CORP

Form 4

September 08, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
UPCHURCH SAMUEL E JR

(Last) (First) (Middle)

P O BOX 10247

(Street)

BIRMINGHAM, AL 352020247

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

REGIONS FINANCIAL CORP [RF]

3. Date of Earliest Transaction
(Month/Day/Year)

09/06/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Dir Corp & Strat Initiatives

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/06/2006		X	2,252	A \$ 31.39	189,852	D
Common Stock	09/06/2006		X	2,985	A \$ 33.48	192,837	D
Common Stock	09/06/2006		X	13,889	A \$ 28.88	206,726	D
Common Stock	09/06/2006		X	24,692	A \$ 25.66	231,418	D
Common Stock	09/06/2006		X	12,346	A \$ 25.66	243,764	D

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Common Stock	09/06/2006	X	8,448	A	\$ 25.66	252,212	D
Common Stock	09/06/2006	X	3,898	A	\$ 25.66	256,110	D
Common Stock	09/06/2006	X	18,519	A	\$ 16.28	274,629	D
Common Stock	09/06/2006	X	12,346	A	\$ 22.6	286,975	D
Common Stock	09/06/2006	X	6,173	A	\$ 22.6	293,148	D
Common Stock	09/06/2006	X	6,173	A	\$ 22.6	299,321	D
Common Stock	09/06/2006	X	17,410	A	\$ 28.17	316,731	D
Common Stock	09/06/2006	X	15,433	A	\$ 25.02	332,164	D
Common Stock	09/06/2006	X	7,716	A	\$ 25.02	339,880	D
Common Stock	09/06/2006	X	7,716	A	\$ 25.02	347,596	D
Common Stock	09/06/2006	F	123,945	D	\$ 36.36	223,651	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 31.39	09/06/2006		X		2,252		10/09/1998	10/09/2007	Common Stock	2,252

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Stock Option	\$ 33.48	09/06/2006	X	2,985	04/09/1999	04/09/2008	Common Stock	2,985
Stock Option	\$ 28.88	09/06/2006	X	13,889	08/30/2000	08/30/2009	Common Stock	13,889
Stock Option	\$ 25.66	09/06/2006	X	24,692	02/19/2004	02/19/2010	Common Stock	24,692
Stock Option	\$ 25.66	09/06/2006	X	12,346	02/19/2005	02/19/2010	Common Stock	12,346
Stock Option	\$ 25.66	09/06/2006	X	8,448	12/20/2005	02/19/2010	Common Stock	8,448
Stock Option	\$ 25.66	09/06/2006	X	3,898	02/19/2006	02/19/2010	Common Stock	3,898
Stock Option	\$ 16.28	09/06/2006	X	18,519	03/15/2001	03/15/2010	Common Stock	18,519
Stock Option	\$ 22.6	09/06/2006	X	12,346	01/16/2002	01/16/2011	Common Stock	12,346
Stock Option	\$ 22.6	09/06/2006	X	6,173	01/16/2003	01/16/2011	Common Stock	6,173
Stock Option	\$ 22.6	09/06/2006	X	6,173	01/16/2004	01/16/2011	Common Stock	6,173
Stock Option	\$ 28.17	09/06/2006	X	17,410	04/21/2005	04/21/2011	Common Stock	17,410
Stock Option	\$ 25.02	09/06/2006	X	15,433	01/22/2003	01/22/2012	Common Stock	15,433
Stock Option	\$ 25.02	09/06/2006	X	7,716	01/22/2004	01/22/2012	Common Stock	7,716
Stock Option	\$ 25.02	09/06/2006	X	7,716	01/22/2005	01/22/2012	Common Stock	7,716
Phantom Stock Units (401k)	\$ 0 <u>(1)</u>				<u>(1)</u>	<u>(1)</u>	Common Stock	40,070
Stock Option	\$ 28.17				12/20/2005	04/21/2011	Common Stock	70,527
Stock Option	\$ 28.17				04/21/2007	04/21/2011	Common Stock	3,549
Stock Option	\$ 33.82				12/20/2005	10/15/2011	Common Stock	90,000
Stock Option	\$ 34.66				<u>(2)</u>	12/20/2012	Common Stock	79,007

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UPCHURCH SAMUEL E JR P O BOX 10247 BIRMINGHAM, AL 352020247			Dir Corp & Strat Initiatives	

Signatures

By: Ronald C.
Jackson

09/08/2006

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reported phantom stock units were acquired under Regions' benefit plans.
- (2) The option becomes exercisable in three equal installments on December 20, 2006, 2007 and 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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